

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 4

AGENDA

1. Opening of the Meeting.
2. Election of a Chairman for the Meeting.
3. Establishment and approval of the register of shareholders.
4. Approval of the agenda.
5. Election of one or two members to verify the minutes.
6. Determination of whether the meeting has been duly convened.
7. Statement by the CEO.
8. Presentation of the Annual Report and the Auditors' Report together with the Consolidated Financial Statement and Consolidated Auditors' Report.
9. Resolutions concerning:
 - a) the adoption of the income statement and balance sheet together with the consolidated income statement and consolidated balance sheet,
 - b) the appropriation of the company's profit on the basis of the balance sheet adopted,
 - c) discharge to the members of the Board and the CEO for their activities during the financial year, and
 - d) the record date, if the AGM approves the profit distribution proposal.
10. Determination of the number of members of the Board and deputy Board members.
11. Approval of the Board of Directors' and the auditor's remuneration.
12. Election of Chairman and members of the Board.
13. Election of auditors.
14. Approval of policies for remuneration and terms of employment for the members of the management team.
15. Approval of remuneration report.
16. Approval of policies regarding the composition of the Nominating Committee.
17. Resolution to authorise the Board of Directors to buy back and transfer shares of the company.
18. Resolution to authorise the Board of Directors to resolve on new share issues.
19. Resolution on amendment of the articles of association.
20. Other business.
21. Closing of the meeting

Östersund, March 2021

Diös Fastigheter AB (publ)
The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 9B AND 9D

DIVIDEND AND RECORD DATE

The Board proposes that the AGM declare a dividend of SEK 3.30 per share, divided into two payments of SEK 1.65 per share on each date. The proposed record dates are 15 April 2021 and 1 November 2021. If the AGM approves the proposed dividend, payments will be made through Euroclear Sweden AB on 20 April 2021 and 4 November 2021.

THE STATEMENT OF THE BOARD OF DIRECTORS PURSUANT TO CHAPTER 18, SECTION 4 OF THE SWEDISH COMPANIES ACT (2005:551).

THE PROPOSAL OF THE BOARD OF DIRECTORS

In its proposed allocation of profits the Board proposes that the shareholders attending the 2021 AGM resolve to approve the payment by Diös of a dividend of SEK 3.30 per share in respect of the financial year 2020, resulting in a total payment of SEK 442,434,366.

DIÖS FINANCIAL POSITION

Diös financial targets was:

- a return on equity which exceeds 12 per cent;
- 10 per cent annual growth in property income per share over a three-year period;
- an equity/assets ratio over 35 per cent;
- a loan-to-value ratio not exceeding 55 per cent.

For 2020, the targets for equity/asset ratio and loan-to-value ratio was reached.

Diös consolidated equity ratio was 36.8 per cent, as stated in the Annual Report. After the proposed dividend, the consolidated equity/assets ratio would be 35.0 per cent. The Board expects that the equity ratio will be restored through increased revenues in the property management business. The proposed dividend represents 4.8 per cent of consolidated equity and 15.0 per cent of parent company equity.

The financial instruments in the Group have been measured at fair value in accordance with Chapter 4, Section 14a of the Swedish Annual Accounts Act. Amounts relating to unrealised gains and losses on financial instruments in the consolidated income statement for 2020 were SEK 0 million and has affected the equity in the Group balance sheet with the same amount. Unrealised gains and losses for properties have been recognised in the income statement and amounts to SEK 198 million for 2020.

REASONED OPINION OF THE BOARD OF DIRECTORS

By reference to the aforesaid the Board of Directors considers that the proposed dividend payment is justifiable in view of the provisions set forth in Chapter 17, Section 3, second and third paragraphs of the Swedish Companies Act.

The nature and scope of the operations do not entail risks to a greater extent than what is normal in the industry.

Based on the Board's assessment of the parent company's and Group's financial position, the dividend is justifiable in view of the parent company and consolidated equity requirements arising from the nature, scope and risks of the operations and the consolidation needs, liquidity and position of the parent company and Group.

The Board does not expect that the proposed dividend will affect Diös ability to meet its short-term and long-term obligations or to make necessary investments.

Östersund, March 2021

Diös Fastigheter AB (publ)
The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 14

PRINCIPLES FOR REMUNERATION AND OTHER TERMS OF EMPLOYMENT FOR MANAGEMENT

The Board of Directors proposes following guidelines for remuneration of Senior management. The guidelines are unchanged from previous year.

Senior management includes the CEO and other members of Executive management.

The guidelines are decided by the Annual General Meeting and shall apply to remuneration agreed upon and changes made to already agreed remuneration, after the guidelines have been adopted by the Annual General Meeting in 2021. In addition, the Annual General Meeting may decide on other remuneration, e.g. share price-related remuneration, regardless of what these guidelines provide.

Remuneration and benefits to the CEO will be decided by the company's Board of Directors. Remuneration to other senior executives is decided by the CEO in consultation with the company's Board of Directors.

Diös business strategy

Diös business concept is to create inspiring cities where people want to be, work, live and meet through sustainable urban development. Through good relationships, local presence and responsible behaviour with sustainability in focus, Diös develops both commercial and residential properties in ten cities. Through Diös unique position, the goal is to create attractive places that create value for our tenants, our owners and for Diös.

A successful implementation of Diös business strategy and the procurement of the company's long-term interests require that the company can recruit and retain qualified employees. Remuneration to employees shall be market-based and competitive and in relation to responsibilities and competences.

Remuneration etc.

In addition to base salary, variable incentive compensation plans may exist for the company's Senior executives. Base salary and variable incentives compensation plans shall be determined annually.

The outcome of the incentive program will depend on the extent to which pre-established goals have been met within the framework of the company's operations. The pre-set goals shall be clearly linked to the business strategy and Diös long-term value-adding work, including its sustainability work. Variable compensation for Senior executives is capped at one month's salary. No share-based compensation occurs.

The CEO is entitled to a company car, apartment and insurance and retirement benefits in accordance with the ITP scheme applicable during the period of employment. Individual investment options are available. Insurance and pension premiums are based on cash salary only. The retirement age for the CEO is 65 years. The period of notice given by the company to the CEO is 12 months. The period of notice given by the CEO to the company is 4 months. Remuneration during a period of notice is deducted from income from another employer. Other senior executives are entitled to a company car. During the period of employment with the company, other executives are entitled to insurance and pension benefits in accordance with the ITP scheme applicable at the time. Individual investment options are available. Insurance and pension premiums are based on cash salary only.

The retirement age for other senior executives is 65 years. The contracts of other members of Group management are terminable by either party on three to six months' notice.

Diös has a profit-sharing foundation for all its employees. Provision to the profit-sharing foundation is based on a combination of the profit, return on equity and dividend and is capped at SEK 30,000 per year per employee. All employees, including senior executives, receive benefits of small values.

Consideration of the salaries and conditions of employment of the company's employees

In preparing the Board's proposal for these remuneration guidelines, the remuneration and conditions of employment of the company's employees have been taken into account by the fact that information on employees' total remuneration, the components of remuneration and the increase and rate of remuneration over time have been part of the decision-making of the Remuneration Committee and the Board of Directors in evaluating the fairness of the guidelines and the limitations resulting from them.

The decision-making process for defining, evaluating and applying the guidelines

The Board's decision regarding draft guidelines for remuneration to senior executives is prepared by the Remuneration Committee. A proposal for new guidelines shall be drawn up by the Management Board at least every four years. The proposal is submitted to a resolution at the AGM. Guidelines adopted at the AGM are valid

until new guidelines are approved by the AGM. In the event of a need for substantial changes to the guidelines, the Management Board shall draw up a proposal for new guidelines.

The Remuneration Committee is tasked with further monitoring and evaluating ongoing and completed programs for variable remuneration for the company's management as well as current remuneration levels and remuneration structures in the company. The Remuneration Committee shall also, within the framework of guidelines adopted by the AGM, prepare proposals regarding remuneration to the President and other senior executives. Senior executives are not present at the Board's consideration of, and decisions on, remuneration-related matters, to the extent that they themselves are affected by the issues.

How shareholders' views have been taken into account

No comments regarding the guidelines have been communicated to the company by shareholders.

Information on previously decided benefits

At the time of the 2021 AGM, Diös did not have any remuneration commitments to senior executives that are not due, in addition to current commitments to senior executives, in accordance with the remuneration principles adopted at the 2020 AGM.

Östersund, March 2021

Diös Fastigheter AB (publ)

The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 15

REMUNERATION REPORT 2020

INTRODUCTION

This report describes how the guidelines on the Remuneration of Senior Management of Diös Fastigheter AB (publ), adopted at the 2020 Annual General Meeting, were applied in 2020. The report also contains information on the remuneration of the Chief Executive Officer. The report has been prepared in accordance with the Companies Act and the Swedish Corporate Governance Board's *Rules on Remuneration of the Board and Executive Management and on Incentive Programmes*.

Further information on remuneration of senior management is available in Note 5 (Employees, Staff costs and Directors' fees) on pages 93-94 of the 2020 Annual Report. Information about the work of the Remuneration Committee during 2020 is available in the Corporate Governance Report on pages 63-72 of the 2020 Annual Report.

Fees for the Board of Directors are not included in this report. Such fees are resolved upon annually by the Annual General Meeting and are reported in Note 5 on page 93-94 of the 2020 Annual Report.

DEVELOPMENTS IN 2020

A summary of the company's overall results and progress is presented on page 75 of the 2020 Annual Report.

COMPANY REMUNERATION GUIDELINES: AREAS OF APPLICATION, PURPOSE AND EXCEPTIONS

Recruitment and retention of qualified employees is a prerequisite for the successful implementation of the company's business strategy and the protection of its long-term interests, including its sustainability efforts. For this, the company needs to be able to provide competitive remuneration. The company's remuneration guidelines allow senior management to be offered a competitive total remuneration package. According to the remuneration guidelines, remuneration of senior management should be market-based and consist of the following elements: fixed cash salary, variable cash remuneration, pension benefits and other benefits. An incentive programme has been in place since 2012 allowing variable remuneration for the CEO and senior management. There is no share-related remuneration. The variable remuneration for the CEO and senior management must not exceed one month's salary.

Guidelines are available on page 66-69 of the 2020 Annual Report. In 2020 the company has adhered to the remuneration guidelines adopted by the General Meeting of Shareholders. There have been no deviations from the guidelines and no exceptions have been made to the decision-making process that, according to the guidelines, must be followed for the setting of remuneration. The auditor's report on the company's compliance with the guidelines will be available at <https://investors.dios.se/English/corporate-governance/annual-general-meeting/default.aspx> no later than three weeks before the 2021 Annual General Meeting. No repayment of remuneration of senior management has been required from the company.

REMUNERATION OF THE CHIEF EXECUTIVE OFFICER

Table 1 - Total remuneration of the Chief Executive Officer (CEO) in 2020 (KSEK)*

Name of senior executive (Position)	Fixed remuneration		Variable remuneration		Extraordinary items	Pension benefits	Total remuneration	Proportion of fixed vs variable remuneration****
	Basic salary**	Other benefits ***	Annual	Long-term				
Knut Rost (CEO)	3,908	407	0	0	0	1,054	5,369	100/0

* With the exception of Long-term variable remuneration, the table reports on remuneration pertaining to 2020. Long-term variable remuneration is reported to the extent that it vested in 2020. This applies regardless of whether disbursements were made in the same year or not.

** Includes holiday pay of 77 KSEK

*** Housing allowance, car and fuel allowance and medical insurance

**** Pension expenses (column A) which fully pertain to Basic salary and defined contributions, has been entirely reported as fixed remuneration

COMPARATIVE INFORMATION REGARDING CHANGES IN REMUNERATION AND THE RESULTS OF THE COMPANY

Table 2 - Changes in remuneration and the results of the company during the last five reported financial years (VR) (KSEK)

	RR 2020	2020 vs 2019	2019 vs 2018	2018 vs 2017	2017 vs 2016	2016 vs 2015
Remuneration of the Chief Executive Officer	5,369	378 (7,6%)	933 (23,0%)	310 (8,3%)	417 (12,5%)	280 (9,2%)
Company's income from property management results	957,344	+5,716 (0,6%)	+58,668 (6,6%)	+72,061 (8,8%)	+282,087 (52,4%)	+31,485 (6,2%)
Average remuneration based on the number of full-time equivalent employees* in the parent company	502	2 (-0%)	+26 (5%)	+8 (2%)	+55 (13%)	-2 (-0%)

* Excluding members of the Company Management Team

Östersund, March 2021

Diös Fastigheter AB (publ)

The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEM 17

AUTHORISATIONS FOR THE BOARD OF DIRECTORS TO BUY BACK AND TRANSFER SHARES OF THE COMPANY

A. The Board of Directors proposes that the AGM resolve to authorise the Board to buy back shares of the company subject to the following terms and conditions:

1. Shares may be purchased on the Nasdaq Exchange Stockholm.
2. Purchases may be made on one or several occasions during the period until the AGM.
3. The number of shares repurchased may not exceed such number as would cause the Group's total holding of treasury shares after the share buybacks to exceed ten (10) per cent of all outstanding shares of the company.
4. Shares may be purchased at a price per share which is within the registered spread at the time of purchase.
5. Repurchased shares of the company must be paid for in cash.

B. The Board of Directors proposes that the AGM resolve to authorise the Board to transfer shares of the company subject to the following terms and conditions:

1. Shares may be transferred on the Nasdaq Exchange Stockholm or in another manner in disapplication of the pre-emption rights of existing shareholders.
2. Transfers of treasury shares may be made on one or several occasions during the period until the next AGM.
3. A transfer of treasury shares may comprise all treasury shares held at the time of the Board's resolution.
4. Transfers of treasury shares on the Nasdaq Exchange Stockholm must be made at a price per share that is within the spread registered at the time of transfer. Where shares are transferred in another manner the transfer shall be made at an estimated market value.

5. Payment for transferred shares must be made in cash, in kind or by offset of a claim on the company or in another manner subject to terms and conditions.

The purpose of the authorisations described in A and B above is to ensure that the company is able to continually adapt its capital requirements and thereby increase shareholder value, and to ensure that the company is able to transfer shares as payment for or to fund any future property or corporate acquisitions. The Board of Directors, or a person appointed by the Board of Directors, shall have the right to make minor adjustments to the decision on authorisation that may prove to be necessary when registering with the Swedish Companies Registration Office.

The statement of the Board of Directors pursuant to Chapter 19, Section 22 of the Swedish Companies Act (2005:551).

The Board of Directors proposes that the Annual General Meeting resolve to authorise the Board to acquire shares up to a maximum of ten (10) per cent of all outstanding shares of the company during the period until the next AGM. The company currently holds 441,418 treasury shares. The total number of issued shares is 134,512,438.

The financial instruments in the Group have been measured at fair value in accordance with Chapter 4, Section 14a of the Swedish Annual Accounts Act. Amounts relating to unrealised gains and losses on financial instruments in the consolidated income statement for 2020 were SEK 0 million and has affected the equity in the Group balance sheet with the same amount. Unrealised gains and losses for properties have been recognised in the income statement and amounts to SEK 198 million for 2020.

Based on the grounds described in the Board's statement pursuant to Chapter 18 Section 4 of the Companies Act concerning the proposed dividend, the Board considers that the proposed authorisation is justifiable with regard to the parameters specified in Chapter 17 Section 3 paragraphs two and three of the Companies Act (the precautionary principle)

Consequently, the Board is of the opinion that the proposed authorisation is justifiable with regard to:

1. the requirements imposed by the nature, scope and risks of the business (company and Group) on the size of equity, and

2. the company's and Group's consolidation requirements, liquidity and general position. The Board also takes into consideration that it is incumbent on the Board, in the event that such authorisation is used, to present a new reasoned opinion on whether the share buyback effected in such circumstances is defensible in view of what is stated in Chapter 17, Section 3, paragraphs 2 and 3 of the Companies Act.

The proposal of the Board of Directors described in the present Item requires the approval of a majority of at least two thirds of both the votes cast and the shares represented at the AGM.

Östersund, March 2021

Diös Fastigheter AB (publ)
The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS*ITEM 18***AUTHORISATION OF THE BOARD OF DIRECTORS TO RESOLVE ON
NEW SHARE ISSUES**

The Board of Directors proposes that the AGM resolve to authorise the Board as follows:

1. The Board is authorised, during the period up to the next AGM, to decide, on one or several occasions, to issue new shares with or without pre-emption rights for existing shareholders.
2. The number of shares issued under the authorization may not exceed ten (10) percent of the company's share capital at the time of the Board's first decision to issue new shares under the authorisation.
3. Payment for new shares may be made in the form of a cash or non-cash consideration or in lieu of debt.
4. New shares may be subscribed for in disapplication of the pre-emption rights of existing shareholders. Existing shareholders' pre-emption rights may be disappplied for the purposes specified in Section 5 below.
5. The purpose of the authorisation is to enable property or corporate acquisitions in which payment is made in the form of shares of the company or, alternatively, to capitalise the company prior to such acquisitions. The issuance of shares under the authorisation must be made on market terms.
6. The Board of Directors, or a person appointed by the Board of Directors, shall have the right to make minor adjustments to the decision on authorisation that may prove to be necessary when registering with the Swedish Companies Registration Office.

Östersund, March 2021

Diös Fastigheter AB (publ)

The Board of Directors

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS

ITEMS 19

RESOLUTION TO AMEND THE ARTICLES OF ASSOCIATION

The Board of Directors proposes that the Annual General Meeting resolves to amend §§ 1, 7 and 11 and the inclusion of new § 12 of the Articles of Association, as follows:

§1 ~~Company name~~ Business name

The ~~Company's name~~ business name of the Company is Diös Fastigheter AB. The Company is a public limited company (publ).

§7 Shareholders' right to participate at a General Meeting

A shareholder must, in order to retain his or her right to participate at a General Meeting, ~~be listed in a transcript or other presentation of the entire share register regarding the conditions five weekdays before the General Meeting, and~~ notify the Company no later than 12:00 p.m. on the day stated in the notice convening the General Meeting. The latter day may not be a Sunday, other public holiday, Saturday, Midsummer's Eve, Christmas Eve or New Year's Eve and may not fall earlier than the fifth weekday before the meeting.

§11 CSD provision

The shares of the company shall be registered in a CSD register in accordance with the Swedish Securities Centres and Financial Instruments Accounts Act (1998:1479)

§12 Proxy collection and postal voting

The Board may collect proxies in accordance with the procedure specified in Chapter 7 Section 4, second paragraph of the Companies Act (2005:551). The Board of Directors may decide before a general meeting that the shareholders shall be able to exercise their voting rights by post before the general meeting. Postal voting shall, if the Board of Directors so decides, be possible by electronic means.

Östersund, March 2021

Diös Fastigheter AB (publ)
The Board of Directors